

Department of State.

CERTIFICATE OF INCORPORATION

I, J. D. (CY) PRICE, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

MERIDIAN DAIRY & STOCK SHOWS, INC.

was filed in the office of the Secretary of State on the Twelfth day of April A. D. One Thousand Nine Hundred Forty-eight and is duly recorded on Film No. 13 of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 29-103 and Sections 29-1001 to 29-1005, inclusive, Idaho Code, Annotated.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for perpetual existence from the date hereof, with its registered office in this State located at

Meridian in the County of **Ada**

and as such are subject to the rights, privileges and limitations granted to Non-Profit Cooperative Associations, as provided in Chapter 10, Title 29, Idaho Code, Annotated.

IN TESTIMONY WHEREOF I have hereunto set my hand and affixed the

Great Seal of the State. Done at Boise, the Capital of Idaho, this Twelfth day of April, in the year of our Lord one thousand nine hundred forty-eight, and of the Independence of the United States of America the One Hundred Seventy-second.

Secretary of State.

A R T I C L E S O F I N C O R P O R A T I O N
O F

MERIDIAN DAIRY & STOCK SHOWS, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, all of whom are of full age and citizens of the United States, in order to form a non-profit corporation for the purposes hereinafter stated, have this day voluntarily associated ourselves together for the purpose of forming a non-profit corporation under the provisions of Title 29, Chapter 10 of the Idaho Code Annotated 1932, as amended, entitled "Nonprofit Cooperative Associations.", and we hereby certify as follows to-wit:-

ARTICLE I.

That the name of the Corporation shall be ~~MERIDIAN~~ DAIRY & STOCK SHOWS, Inc.

ARTICLE II.

That this Corporation is not formed for pecuniary profit; and that the purposes and objects for which it is formed are as follows:

1. To promote and encourage the breeding, raising, and sale of pure-bred dairy and other livestock, agriculture and manufacturing.
2. To promote and encourage the dairy industry and its development in all of its phases, including the manufacture and sale of dairy products of all kinds; and to encourage general domestic industries.
3. To become the official sponsor of and to promote and hold dairy and livestock shows and sales and allied performances annually or more often as may be desired, at Meridian, Ada County, Idaho and not conducted for profit.

4. The corporation shall have no capital stock or income other than that derived from charges for performances and fees for memberships, to be hereafter, within the time prescribed by law, together with terms and kinds of memberships and the mode of acquiring the same, provided for in the By-Laws of the Corporation, and such charges and fees aforesaid shall never be greater than to raise sufficient revenue to discharge debts incurred for the purchase of real estate, and the improvements thereon and personal property needed for the purposes of the corporation, and to defray the current expenses of performances staged by the corporation; to qualify entrants and to issue permits to exhibitors and participants in said performances and/or events; to pay premiums to exhibitors and entrants; to grant concessions; to issue certificates of memberships in the corporation; to give official recognition to such organizations as may desire to affiliate with the corporation in its performances and operations and in general to take any and all steps necessary to promote the purposes and objects of this corporation.

5. To cultivate cooperative effort, and to inculcate the principles of community spirit, friendliness, and goodwill.

6. To lease, purchase, hold, have, use and take possession of and enjoy in fee simple or otherwise any personal or real property necessary for the uses and purposes of the Corporation, and to sell, lease, deed in trust, alien, mortgage or dispose of the same at the pleasure of the corporation and for the uses and purposes for which said corporation is formed, and to buy and sell real estate and personal property and to apply the proceeds of sale, including any and all income, to the uses and purposes of the corporation.

7. To borrow money and incur indebtedness as in the judgment of the Board of Directors of the corporation may be deemed necessary or proper in the conduct of its business, and to secure and provide for the payment thereof by note, mortgage or deed of trust, or other written instrument, upon any or all of

the corporation property, real, personal, or mixed, including all rights, privileges or franchises which it may own or acquire.

8. To do any and all things convenient, necessary or proper to be done, or incidental thereto, to effect the objects and purposes of the corporation.

9. To make, perform and carry out contracts of every kind and character made for any lawful purpose, without limit as to amount, with any person, firm, association or corporation either public or private, or with any government or agency thereof.

10. To have and to exercise any and all powers and privileges now or hereafter conferred by the laws of the State of Idaho, or any act or acts amendatory thereof or supplemental thereto, or substituted therefor, except such as are inconsistent with the provisions of the Statutes of Idaho relating to non-profit corporations and any act or acts amendatory or supplemental thereto.

11. No part of the earnings of this corporation shall inure to the benefit of any private member, director or other officer of this corporation, or any individual.

12. To receive devises, bequests and donations which shall be used solely for carrying out the purposes for which this Corporation is organized.

ARTICLE III.

That location and Postoffice address of the registered office of the Corporation and where its principal business is to be transacted shall be at Meridian, Ada County, State of Idaho but meetings of the Board of Directors of the Corporation may be held at the principal office of the Corporation in the State of Idaho, or at such other place or places within or without the State of Idaho, for the transaction of any business of the corporation, as its Directors may, by resolution, or by the By-laws of the Corporation, provide.

ARTICLE IV.

That the period of existence of the Corporation shall be perpetual from and after its complete incorporation.

ARTICLE V.

That there are no shares of stock in this corporation, it being composed of members instead of shareholders, provision to be made in the corporation By-Laws for the issuance of certificates of membership to said members. Any applicant whose application for membership is approved by the Board of Directors may hereafter become a member of this corporation by paying to the corporation the sum of not less than the membership fee as fixed by the By-laws of the Corporation. The voting power of membership shall be subject to regulation by the By-laws of the Corporation.

That the authorized number and qualifications of members of this corporation, the different classes of membership, if any, membership fees, the property, voting and other rights and privileges of each class of membership, and the liability of each or all classes of such memberships with respect to membership fees, dues and/or assessments, and the method of collection thereof shall be set forth in the By-Laws of this Corporation.

That there shall be issued to each member a certificate of membership which can not be assigned so that the transferee thereof can by such transfer become a member of the association, except by resolution of the Board of Directors of the Corporation and under such regulations as the said By-laws may prescribe.

ARTICLE VI.

The number of Directors of the Corporation shall be seven (7), who shall be elected for staggered terms, three (3) for one year, two (2) for two years and two (2) for three years. The Directors shall hold office until the next annual meeting of the members and until their successors are elected and qualified. A majority of said Directors shall constitute a quorum for the transaction of the business of the corporation, and every de-

cision of a majority of said Board of Directors shall be valid as a corporate act. All members of said Board of Directors shall be of lawful age and a resident of the County of Ada, State of Idaho and hold certificates of membership in the Corporation.

ARTICLE VII.

The business affairs of this corporation shall be managed by the Board of Directors and power is hereby conferred on said Board of Directors to repeal, alter or amend the By-Laws and adopt new By-Laws, by a two-thirds vote of said Board of Directors.

ARTICLE VIII.

Members of this Corporation shall not be individually or personally liable for the obligations of the corporation.

ARTICLE IX.

The names and post office addresses of the incorporators are as follows:-

NAMES	ADDRESSES
H. G. Myers	Sonna Building, Boise, Idaho
William T. Stevens	Route # 1, Meridian, Idaho
Reuben P. Asumendi	Route # 2, Nampa, Idaho
I. W. Rutledge	Meridian, Idaho
Chris Lillegard	Route # 2, Boise, Idaho
George E. Harding	Route # 1, Meridian, Idaho
W. E. Adams	Route # 1, Eagle, Idaho
Dr. Joseph M. Thomas	Meridian, Idaho
E. K. Biddle	Meridian, Idaho
W. E. Jarrett	Meridian, Idaho
V. R. Botkin	Meridian, Idaho
Oscar Buttedahl	Meridian, Idaho

ARTICLE X.

The corporation reserves the right to amend, alter, change or repeal any provision contained in these articles of incorporation, in the manner now or hereafter prescribed by law, by a majority vote of the membership, present in person at any annual meeting of the membership, or at any meeting called for

that purpose, except where the laws of the State of Idaho otherwise provide.

IN WITNESS WHEREOF, we the within named incorporators have hereunto set our hands and seals this 12th day of April 1948 at Meridian, Ada County, State of Idaho.

A. W. Myers (SEAL)

William T. Stevens (SEAL)

Ruben P. Asmundson (SEAL)

M. Rutledge (SEAL)

Chris Lillegard (SEAL)

George E. Hardin (SEAL)

W. E. Adams (SEAL)

Dr. Joseph M. Thomas (SEAL)

F. B. Biddle (SEAL)

W. E. Hancock (SEAL)

C. R. Botkin (SEAL)

Oscar Buttedahl (SEAL)

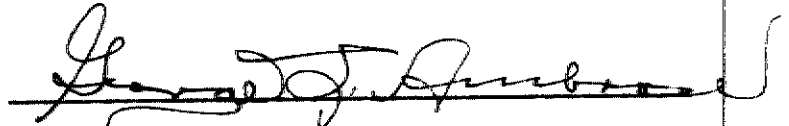
STATE OF IDAHO,)
COUNTY OF ADA.) SS

On this 12th day of April, 1948, before me a Notary Public in and for the State of Idaho, personally appeared

H. G. Myers, William T. Stevens, Reuben P. Asumendi,
I. W. Rutledge, Chris Lillegard, George E. Hardin,
W. E. Adams, Dr. Joseph M. Thomas, E. K. Biddle,
W. E. Jarrett, V. R. Botkin, Oscar Buttedahl

known to me to be the persons whose names are subscribed to the within instrument and acknowledged to me that they executed the same, and that they were citizens of the United States and over the age of twenty-one years.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.



Notary Public for the State of Idaho
Residing at Meridian, Idaho.
My commission expires October 16, 1948